
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): August 15, 2016

ADTRAN, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

0-24612
(Commission file number)

63-0918200
*(I.R.S. Employer
Identification Number)*

901 Explorer Boulevard, Huntsville, Alabama 35806-2807
(Address of principal executive offices, including zip code)

(256) 963-8000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 15, 2016, the Board of Directors appointed Jacqueline (Jackie) Hourigan Rice as a director to serve until the 2017 Annual Meeting of Stockholders, filling the seat of retiring board member Roy Nichols, who has served as a member of ADTRAN's Board of Directors since 1994. At the time of his retirement, Mr. Nichols was a member of the Audit, Compensation, and Nominating and Corporate Governance Committees of the Board of Directors, and will transition to director emeritus. The Board of Directors has appointed Ms. Rice to serve on the Audit, Compensation, and Nominating and Corporate Governance Committees of the Board of Directors.

In connection with her appointment to the Board of Directors, Ms. Rice will be eligible to receive ADTRAN's standard annual compensation for non-employee directors, as has been previously disclosed. Accordingly, Ms. Rice will be entitled to an annual payment for her services as a member of the Board of Directors, reimbursement for certain expenses and participation in the 2010 Directors Stock Option Plan.

There are no arrangements or understandings between Ms. Rice and any other persons pursuant to which Ms. Rice was named a director of ADTRAN. There have been no transactions since the beginning of ADTRAN's last fiscal year, and there are no currently proposed transactions, in which ADTRAN was or is to be a participant and in which Ms. Rice or any member of her immediate family had or will have any interest, that are required to be reported under Item 404(a) of Regulation S-K.

A copy of ADTRAN's press release announcing such appointment is attached as Exhibit 99.1 hereto and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|-------------------------------------|
| 99.1 | Press Release dated August 17, 2016 |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on August 17, 2016.

ADTRAN, Inc.
(Registrant)

By: /s/ Roger D. Shannon
Roger D. Shannon
Senior Vice President of Finance,
Chief Financial Officer,
Corporate Secretary and Treasurer
(Principal Accounting Officer)

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|----------------------------------|-------------------------------------|
| 99.1 | Press Release dated August 17, 2016 |

Target's Jacqueline Hourigan Rice joins ADTRAN's Board of Directors

Jacqueline Rice joins as Roy Nichols transitions to director emeritus

HUNTSVILLE, Ala.—(August 17, 2016)—ADTRAN[®], Inc., (NASDAQ:ADTN), a leading provider of next-generation open networking solutions, today announced that Jacqueline (Jackie) Hourigan Rice, Target's EVP and chief risk and compliance officer, has joined ADTRAN's board of directors. Rice assumes the seat of retiring board member Roy Nichols, who has served as a member of ADTRAN's board of directors since 1994. Nichols has served as lead director and most recently as a member of the Audit, Compensation, and Nominating and Corporate Governance committees.

"Roy's experience, both in business and on the boards of other leading companies, has been invaluable to ADTRAN as we've built upon our leadership position in the access network. We're excited that we'll have access to his keen insights in his new role as director emeritus," said Thomas Stanton, chairman and CEO of ADTRAN. "We are happy to have Jackie join our board. She brings a wealth of experience in compliance, vendor management, corporate security, and managing corporate risk. Her perspective will be welcome as we continue to scale manufacturing, sales and operations around the globe."

At Target, Jackie is responsible for managing enterprise and vendor risk, corporate security and corporate compliance and ethics to protect Target and its stakeholders. Prior to joining Target, she served as chief compliance officer and legal counsel for General Motors. With over 19 years of legal and compliance experience, Jackie has expertise in all aspects of global compliance, including anti-corruption, export controls, data privacy and ethics. Jackie graduated from the University of Detroit Mercy School of Law, where she was editor-in-chief of the Law Review, and she obtained her undergraduate degree from James Madison College at Michigan State University.

About ADTRAN

ADTRAN, Inc. is a leading global provider of networking and communications equipment. ADTRAN's products enable voice, data, video and Internet communications across a variety of network infrastructures. ADTRAN solutions are currently in use by service providers, private enterprises, government organizations, and millions of individual users worldwide. For more information, please visit www.adtran.com.

About Target Corporation

Minneapolis-based Target Corporation (NYSE: TGT) serves guests at 1,797 stores and at Target.com. Since 1946, Target has given 5 percent of its profit to communities, which today equals more than \$4 million a week. For more information, visit Target.com/Pressroom.

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